



January 1, 2016

Theodent Toothpaste

Authorized Retailer Minimum Advertised Price (“MAP”) Policy

Theodent relies upon its network of distributors, brokers and retailers to purchase, distribute, market and sell Theodent Oral Care Products (“Products”). Theodent has developed this unilateral Minimum Advertised Price (“MAP”) Policy (“Policy”) to support brand value, retailer confidence and consumer service and satisfaction. Accordingly all sales of Products through retail outlets, the Internet or otherwise are subject to this Policy. By purchasing, otherwise acquiring, holding for sale or selling to end consumers Products, each person or entity by such action voluntarily acknowledges receipt, understanding and intent to comply with the terms and conditions of this Policy. Theodent reserves the right to update this Policy at any time upon reasonable notice and posting of such updated Policy on its website and/or distribution in writing to brokers, dealers and retailers.

1. Authorized Retailers. A Theodent authorized retailer (“Retailer”) includes any person or entity who or which obtains Products for resale through established and approved distributor and broker channels. Retailers;

- agree to follow this Policy when advertising Products for sale to end customers. Unauthorized retailers have no rights to sell Products under any circumstance.

2. MAP Policy. Retailers may freely establish their own resale prices and sell Products at any price in their sole discretion; however, Products may not be

advertised, either expressly or by implication, at a price less than the MAP published by Theodent, unless expressly stated otherwise below. MAP applies to advertising of Products in any and all media, including but not limited to;

- print ads (inserts, magazines, newspapers, etc.),
- broadcast (radio, TV, instant messaging),
- catalogs and other direct mail, outdoor (billboards, banners, etc), and
- Internet or similar electronic media (websites, banners ads, broadcast emails, mobile phone messaging, destination pages, etc.).

Any price information related to Products on any Internet website which can be accessed directly through any hypertext link or by any other method which uses http or other protocol is considered to be advertising for purposes of this Policy. MAP applies to all websites and other Internet reference sites, either expressed or implied, except for references contained solely on invoices or final website checkout shopping cart displays showing purchases by end consumers at the end of the purchase process online.

- This Policy does not in any way limit the ability of any Retailer to advertise generally that it “has the lowest prices,” “will meet or beat any competitor’s price,” that end consumers should “call for a price” or similar general statements as long as Products are not advertised, either expressly or by implication, at a price less than MAP. Examples of advertising that expresses or implies a price below MAP, and therefore in violation of MAP, are: “free” or “discounted” products where shipping and handling are extra and make up for the advertised price discount, advertising terms such as “priced too low to show,” “prices so low we can’t publish them,” “instant rebates,” strike-through type over MAP listings, and use of promotional codes or coupons which result in a price displayed other than at final checkout below MAP.

MAP does not apply to prices displayed by distributors to wholesale customers or displayed or published, other than on the Internet, by non-Internet retailers relating to sales at any physical retail location where individual end consumers can physically buy and take immediate delivery of Products.

Theodent Toothpaste mandates a MAP (Minimum Advertised Price) for the following products.

Theodent Classic: Whitening Crystal Mint SKU: 8 53069 00300 6

Inside the United States **MAP: \$12.99 USD**

Outside the United States **MAP: \$29.99 USD**

Theodent Kids: Whitening Chocolate Chip SKU: 8 53069 00304 4

Inside the United States **MAP: \$12.99 USD**

Outside the United States **MAP: \$29.99USD**

Failure to meet MAP pricing will result in cut off of supply. We take our pricing very seriously, and will cut off supply upon first offense, with no notice to offender.